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FOREIGN PROFIT/NONPROFIT CORPORATION

MMA Solar Fund II GP, Inc.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$70.00

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November 17, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: MMA SOLAR FUND II GP, INC.
REF: W06000050510

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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Wanda Cunningham
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New Filing Section

FAX Aud. #: H06000277176
Letter Number: 606A00067335

P.O BOX 6327 - Tallahassee, Florida 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. MMA Solar Fund II GP, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-5753186

(FEI number, if applicable)

4. September 20, 2006

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. November 13, 2006

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 101 Arch Street, Boston, MA 02110

(Principal office address)

Same

(Current mailing address)

8. Invest in renewable energy

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation

Office Address: 1200 South Pine Island Road

Plantation, FLA

(City)

, Florida 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Carrie B. Bly

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jenny Netzer

Address: 101 Arch Street, Boston, MA 02110

Vice Chairman: Martha Shults

Address: 101 Arch Street, Boston, MA 02110

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Matthew Cheney

Address: 44 Montgomery Street, Suite 2400

San Francisco, CA 94104

Vice President: Jenny Netzer

Address: 101 Arch Street, Boston, MA 02110

Secretary: Jennifer Coletti

Address: 101 Arch Street, Boston, MA 02110

Treasurer: Martha Shults

Address: 101 Arch Street, Boston, MA 02110

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Jennifer Coletti

(Signature of Director or Officer listed in number 12 of the application)

14. Jennifer Coletti

(Typed or printed name and capacity of person signing application)

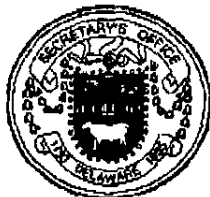
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MMA SOLAR FUND II GP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF NOVEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



4222754 8300
061049509

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5200275

DATE: 11-15-06